

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 28/02/2017					
To : Hong Kong Exchanges	and Clea	ring Limited			
	_				
Name of Issuer	Powerw	ell Pacific Holding	s Limited		
Date Submitted 02/03/2017					
I. Movements in Authorised	Share Ca	apital			
1. Ordinary Shares					
(1) Stock code : <u>8265</u>	(1) Stock code : 8265 Description : Powerwell Pac				
		No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)	
Balance at close of precedin	g month	5,000,000,000	0.02	100,000,000.00	
Increase/(decrease)	-	Nil		Nil	
Balance at close of the mont	th _	5,000,000,000	0.02	100,000,000.00	
(2) Stock code : N/A	_Descrip	otion :	N/A		
		No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)	
Balance at close of precedin	g month				
Increase/(decrease)					
Balance at close of the month					

2. Preference Shares			
Stock code : N/A D	escription :	N/A	4
	No. of preference shares	Par value (State currency)	capital
Balance at close of preceding n	month		
Increase/(decrease)		_	
Balance at close of the month			
3. Other Classes of Shares			
Stock code : N/A D	Description :	N/A	4
	No. of other classes of shares	(State	capital
Balance at close of preceding n	nonth		
Increase/(decrease)		_	
Balance at close of the month			

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference	No. of other
	(1)	(1) (2) shares		classes of shares
Balance at close of preceding month	2,051,209,327	N/A	N/A	<u>N/A</u>
Increase/ (decrease) during the month	N/A	N/A	N/A	N/A
Balance at close of the month	2,051,209,327	N/A	N/A	N/A

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer) Particulars of No. of new shares of No. of new shares of share option issuer issued during issuer which may be scheme the month pursuant issued pursuant including AGM thereto thereto as at close of Movement during the month the month approval date (dd/mm/yyyy) and class of shares issuable Granted Exercised Cancelled Lapsed 1. Share Option Scheme Exercise Price of HK\$.0234 (22/12/2010) Ordinary shares Nil Nil Nil Nil Nil 37,500,000 (Note 1) shares (Note 1) shares (Note 1) Total A. (Ordinary shares) N/A (Preference shares) N/A N/A (Other class) Total funds raised during the month from exercise of options (HK\$) N/A

Description of warrants (Date of expiry - dd/mm/yyyy) 1. N/A	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 2.						
(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 3.)				
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy) 4.	(/ /)				
(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)						
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		Total B	(Preferen	ary shares) ce shares) other class)	N/A N/A N/A	<u>-</u>

Convertibles (i.e. Convertible	into Shares of the	ne Issuer which	ch are to be Liste	ed)		
Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A	<u> </u>					
	<u> </u>					
	_					
Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable)						
(dd/mm/yyyy))	(/ /)					
2.						
-	<u> </u>					
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Ctook and (if listed)						
Stock code (if listed) Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	(/ /)					
3.	(, , , ,					
						
	<u> </u>					
Stock code (if listed) Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	(/ /)					
4.	(/ /)					
<u> </u>	<u> </u>					
	_					
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)	 .	Total C. (Ordina	ary charac)	N/A	
				ce shares)	N/A	_
				ther class)	N/A	_

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

No. of new shares

No. of new shares

	No. of new shares of issuer issued	No. of new shares of issuer which may be
	during the month	issued pursuant
	pursuant thereto	thereto as at close of
Full particulars including EGM approval date (dd/mm/yyyy),		the month
if applicable, and class of shares issuable:		
1. On 5 November 2015 (after trading hours), the Company, the		
Purchaser, the Vendors and the Guarantors entered into the		
Acquisition Agreement, pursuant to which the Purchaser has		ļ
conditionally agreed to acquire and the Vendors have		
conditionally agreed to sell the Sale Assets at the		ļ
Consideration of HK\$110 million, which will be satisfied by		
way of issue of Convertible Bonds to the Vendors (or their		ļ
respective nominee(s)) upon Completion. The Completion		ļ
took place on 1 June 2016 and the Convertible Bonds in the aggregate principal amount of HK\$110 million was issued to		ļ
the Vendors after completion.		ļ
On 19 December 2016 (after trading hours), the Company		ļ
allotted and issued a total of 517,709,327 Conversion		ļ
Shares by converting the convertible bonds at the principal of		ļ
HK\$56,948,026. Immediately after the Conversion, the		ļ
outstanding principal amount of the Convertible Bonds were		ļ
HK\$53,051,974.		ļ
Upon full Conversion of the remaining Convertible Bonds at		ļ
the initial Conversion Price of HK\$0.11 per Conversion		
Share, a total of 482,290,673 Conversion Shares will be		ļ
issued.		ļ
For more detail, please refer to the Company's		ļ
announcement dated 9 November 2015, 20 November		
2015, 13 January 2016, 3 May 2016, 1 June 2016 and 19		ļ
December 2016 and circular dated 18 January 2016.		ļ
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shares (Note 1)		482,290,673
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shares (Note 1)		
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3		ļ
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		ļ
shares (Note 1)		ļ
Strates (Note 1)		
Total D. (Ordinary shares)	N/A	ļ
(Preference shares)	N/A	
(Other class)	N/A N/A	
(Other class)	1 N/ / \	

Ot	her Movements i	n Issued Share Capital					
	Turn of lance					No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as a close of the month
	Type of Issue						monui
			Class of shares issuable (Note 1)				
1.	Rights issue	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
						N/A	N/A
			Class of shares issuable (Note 1)				
2.	Open offer	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			(11111111111111111111111111111111111111			N/A	N/A
			Class of shares issuable (Note 1)				
3.	Placing	At price : State currency	Issue and allotment date: (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			(Gammyyyy)			N/A	N/A
			Class of shares issuable (Note 1)				
4.	Bonus issue		Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N1/A	N1/A
						N/A	N/A
1							

	Type of Issue							No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
			Class of shares				_		
			issuable (Note 1)	,	,	ı	`		
5.	Scrip dividend	At price : State currency ———	Issue and allotment date : (dd/mm/yyyy)	(/ /	1)		
			EGM approval date: (dd/mm/yyyy)	(/ /	1)	. 1/0	21/2
								<u>N/A</u>	N/A
			Class of shares repurchased (Note 1)				_		
6.	Repurchase of shares		Cancellation date : (dd/mm/yyyy)	(/ /	1)		
			EGM approval date: (dd/mm/yyyy)	(/ /	′)	N/A	N/A
			Class of shares redeemed (Note 1)				_		
7.	Redemption of shares		Redemption date : (dd/mm/yyyy)	(/ /	1)		
			EGM approval date: (dd/mm/yyyy)	(/ /	′)		
			(33, , , , , , , , , , , , , , , , ,					<u>N/A</u>	N/A
			Class of shares issuable (Note 1)	_			-		
8.	Consideration issue	At price : State currency———	Issue and allotment date: (dd/mm/yyyy)	(/ /	1)		
			EGM approval date: (dd/mm/yyyy)	(/ /	1)		
			(44/1111///////////////////////////////					N/A	N/A

Type of Issue					No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
		Class of shares		_		
		issuable (Note 1)				
9. Capital reorganisation		Issue and allotment date : (dd/mm/yyyy)	(/ /)		
		SGM approval date:	(/ /)		
		(dd/mm/yyyy)			N/A	N/A
10. Other (Please specify)	At price: State		(/ / (/ / dinary shar rence shar (Other cla	es)_	N/A N/A N/A	N/A
Total increase / (decre	ease) in ordinary shares dur	ing the month (i.e. Total	of A to E):	(1))	N/A
				(2)		N/A
Total increase / (decre	ease) in preference shares of	during the month (i.e. To	tal of A to E	≣):		N/A
	ease) in other classes of sha	ares during the month (i.	e. Total of	A to		N/A
E): (These figures should Capital").)	be the same as the relevar	nt figures under II above	("Moveme	ents ii	n Issued Sh	

Remarks (if any):	
Submitted by:	Hui Wai Man Shirley
Title: (Director, Se	Company Secretary cretary or other duly authorised officer)

State the class of shares (e.g. ordinary, preference or other).

If there is insufficient space, please append the prescribed continuation sheet.

Notes:

1.

2.